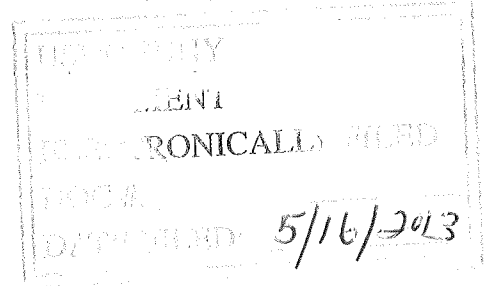


UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	<sup>9</sup> <del>PROPOSED</del> ORDER
	:	<u>REGARDING</u>
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	<u>DEFENDANTS' PRIVILEGE</u>
	:	<u>LOG DEADLINES</u>
Plaintiff,	:	
v.	:	
UBS AMERICAS, INC., et al.,	:	11 Civ. 5201 (DLC) ←
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6188 (DLC)
Plaintiff,	:	
v.	:	
JPMORGAN CHASE & CO., et al.,	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6189 (DLC)
Plaintiff,	:	
v.	:	
HSBC NORTH AMERICA HOLDINGS, INC., et	:	
al.,	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6190 (DLC)
Plaintiff,	:	
v.	:	
BARCLAYS BANK PLC, et al.,	:	
Defendants.	:	
-----	X	



-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6192 (DLC)
Plaintiff,	:	
v.	:	
DEUTSCHE BANK AG, et al.,	:	
	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6193 (DLC)
Plaintiff,	:	
v.	:	
FIRST HORIZON NATIONAL CORP., et al.,	:	
	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6195 (DLC)
Plaintiff,	:	
v.	:	
BANK OF AMERICA CORP., et al.,	:	
	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6196 (DLC)
Plaintiff,	:	
v.	:	
CITIGROUP INC., et al.,	:	
	:	
Defendants.	:	
-----	X	

-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6198 (DLC)
Plaintiff,	:	
v.	:	
GOLDMAN, SACHS & CO., et al.,	:	
	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6200 (DLC)
Plaintiff,	:	
v.	:	
CREDIT SUISSE HOLDINGS (USA), INC., et al.,	:	
	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6201 (DLC)
Plaintiff,	:	
v.	:	
NOMURA HOLDING AMERICA, INC., et al.,	:	
	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6202 (DLC)
Plaintiff,	:	
v.	:	
MERRILL LYNCH & CO., INC., et al.,	:	
	:	
Defendants.	:	
-----	X	

-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6203 (DLC)
Plaintiff,	:	
v.	:	
SG AMERICAS, INC., et al.,	:	
	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 6739 (DLC)
Plaintiff,	:	
v.	:	
MORGAN STANLEY, et al.,	:	
	:	
Defendants.	:	
-----	X	
	:	
FEDERAL HOUSING FINANCE AGENCY, etc.,	:	
	:	11 Civ. 7010 (DLC)
Plaintiff,	:	
v.	:	
ALLY FINANCIAL INC., et al.,	:	
	:	
Defendants.	:	
-----	X	

WHEREAS, on May 13, 2013 the Court entered an Order in the above-captioned actions, which was submitted jointly by the parties, requiring, subject to certain exceptions set forth in the Order: (i) plaintiff the Federal Housing Finance Agency ("FHFA") to complete its document production by May 17, 2013 and its privilege logs by May 31, 2013; (ii) the Tranche 1 and 2 Defendants (as designated in the Attachment to this Order) to complete their document production by May 31, 2013; and (iii) the Tranche 3 and 4 Defendants (as designated in the Attachment to this Order) to complete their document production by June 28, 2013; and

WHEREAS, as required by the May 13 Order, FHFA and each Defendant met and conferred between May 10 and 15, 2013 in an attempt to reach agreement on reasonable deadlines for the production of privilege logs in their respective cases; and

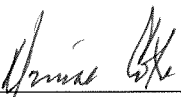
WHEREAS, the parties have set forth below the agreed-upon deadlines for each Defendants' production of privilege logs:

**IT IS HEREBY ORDERED THAT:**

1. The UBS Defendants (as designated in the Attachment to this Order) shall produce a privilege log on a weekly basis and complete their production of privilege logs for documents produced on or before May 31, 2013 as soon as reasonably possible and no later than June 21, 2013.
2. The JPMorgan Defendants (as designated in the Attachment to this Order) shall (a) produce a privilege log on a weekly basis, (b) shall complete their production of privilege logs for documents produced on or before May 31, 2013 as soon as reasonably possible and no later than July 17, 2013, and (c) shall complete their production of privilege logs for documents produced on or before July 26, 2013 as soon as reasonably possible and no later than August 26, 2013.
3. The Merrill Lynch Defendants (as designated in the Attachment to this Order) shall produce a privilege log on a bi-weekly basis and complete their production of privilege logs for documents produced on or before May 31, 2013 as soon as reasonably possible and no later than July 1, 2013.
4. The Morgan Stanley Defendants (as designated in the Attachment to this Order) shall produce their privilege logs on a rolling basis and complete their production of privilege logs as soon as reasonably possible and no later than July 19, 2013.
5. The Ally Financial Defendants and Ally Securities Defendant (as designated in the Attachment to this Order) shall complete their production of privilege logs as soon as reasonably possible and no later than July 19, 2013.
6. The SG Americas Defendants (as designated in the Attachment to this Order) shall produce privilege logs on a rolling basis and complete their production of privilege logs no later than July 12, 2013.
7. The First Horizon Defendants (as designated in the Attachment to this Order) shall complete their production of their privilege logs for documents produced on or before June 28, 2013 as soon as reasonably possible and no later than July 12, 2013.
8. The Nomura Defendants (as designated in the Attachment to this Order) shall complete their production of privilege logs for documents produced on or before June 28, 2013 as soon as reasonably possible and no later than July 12, 2013.
9. The Barclays Defendants (as designated in the Attachment to this Order) shall (a) complete their production of privilege logs for withheld documents produced on or before June 28, 2013 as soon as reasonably possible and no later than June 30, 2013, and (b) shall complete their production of privilege logs for redacted documents produced on or before June 28, 2013 as soon as reasonably possible and no later than July 26, 2013.

10. The Citigroup Defendants (as designated in the Attachment to this Order) shall produce their privilege logs on a rolling basis and complete their production of privilege logs as soon as reasonably possible and no later than July 19, 2013.
11. The Credit Suisse Defendants, Goldman Sachs Defendants, HSBC Defendants, Deutsche Bank Defendants and RBS Defendants (as designated in the Attachment to this Order, respectively) shall produce privilege logs on a rolling basis and complete their production of privilege logs for documents produced on or before June 28, 2013 as soon as reasonably possible and no later than July 26, 2013.
12. Notwithstanding the June 28, 2013 production deadline set forth in the May 13 Order for Tranche 3 and 4 Defendants, the Bank of America Defendants (as designated in the Attachment to this Order) shall complete their document production on July 9, 2013. The Bank of America Defendants shall complete their production of privilege logs for documents produced on or before July 9, 2013 as soon as reasonably possible and no later than August 23, 2013. The Bank of America Defendants shall produce a privilege log on a bi-weekly basis beginning the week of June 3, 2013.
13. The privilege log deadlines set forth in paragraphs 1 through 12 above shall not apply to documents reviewed for production as a result of a party's addition of any custodian after April 26, 2013.

SO ORDERED this 16<sup>th</sup> day of May, 2013.

  
\_\_\_\_\_  
HON. DENISE COTE  
United States District Judge  
Southern District of New York

**Appendix A****Tranche 1 and 2 Defendants:**

UBS Defendants	UBS Americas Inc., UBS Real Estate Securities Inc., UBS Securities LLC, Mortgage Asset Securitization Transactions, Inc., David Martin, Per Dyrvik, Hugh Corcoran and Peter Slagowitz
JPMorgan Defendants	JPMorgan Chase & Co.; JPMorgan Chase Bank, N.A.; J.P. Morgan Mortgage Acquisition Corporation; J.P. Morgan Securities LLC (f/k/a J.P. Morgan Securities Inc.); J.P. Morgan Acceptance Corporation I; EMC Mortgage LLC (f/k/a EMC Mortgage Corp.); Bear Stearns & Co., Inc.; Structured Asset Mortgage Investments II Inc.; Bear Stearns Asset Backed Securities I LLC; WAMU Asset Acceptance Corp.; WAMU Capital Corp.; Washington Mutual Mortgage Securities Corp.; Long Beach Securities Corporation; David M. Duzyk; Louis Schioppo, Jr.; Christine E. Cole; Edwin F. McMichael; William A. King; Brian Bernard; Matthew E. Perkins; Joseph T. Jurkowski, JR.; Samuel L. Molinaro, Jr.; Thomas F. Marano; Kim Lutthans; Katherine Garniewski; Jeffrey Mayer; Jeffrey L. Verschleiser; Michael B. Nierenberg; Richard Careaga; David Beck; Diane Novak; Rolland Jurgens; Thomas G. Lehmann; Stephen Fortunato; Donald Wilhelm; Marc K. Malone; Michael L. Parker; David H. Zielke; Thomas W. Casey; John F. Robinson; Keith Johnson; Suzanne Krahling; Larry Breitbarth; Art Den Heyer; and Stephen Lobo.
Merrill Lynch Defendants	Merrill Lynch & Co., Inc., Merrill Lynch Mortgage Lending, Inc., Merrill Lynch Mortgage Capital Inc., First Franklin Financial Corp., Merrill Lynch Mortgage Investors, Inc., Merrill Lynch Government Securities, Inc., Merrill Lynch, and Pierce, Fenner & Smith Inc.
Certain Individual Defendants	Craig Davis, Megan Davidson, and Marangal Domingo

**Tranche 3 and 4 Defendants:**

Deutsche Bank Defendants	Deutsche Bank AG, Taunus Corporation, Deutsche Bank Securities Inc , DB Structured Products, Inc., Ace Securities Corp., and Mortgage IT Securities Corp.
HSBC Defendants	HSBC North America Holdings Inc., HSBC USA Inc., HSBC Markets (USA) Inc., HSBC Bank USA, NA., HSI Asset Securitization Corporation, and HSBC Securities (USA) Inc.
Morgan Stanley Defendants	Morgan Stanley, Morgan Stanley & Co. Incorporated (n/k/a Morgan Stanley & Co. LLC), Morgan Stanley Mortgage Capital Holdings LLC (successor-in-interest to Morgan Stanley Mortgage Capital Inc.), Morgan Stanley ABS Capital I Inc., Morgan Stanley Capital I Inc., Saxon Capital, Inc., Saxon Funding Management LLC, Saxon Asset Securities Company, Gail P. McDonnell, Howard Hubler, David R. Warren and Steven S. Stern

Citigroup Defendants	Citigroup Inc., Citigroup Mortgage Loan Trust Inc., Citigroup Global Markets Realty Corp., Citigroup Global Markets Inc., Susan Mills, Randall Costa, Scott Freidenrich, Richard A. Isenberg, Mark I. Tsesarsky, Peter Patricola, Jeffrey Perlowitz and Evelyn Echevarria
First Horizon Defendants	First Horizon National Corporation, First Tennessee Bank National Association, FTN Financial Securities Corporation, First Horizon Asset Securities, Inc., Gerald L. Baker, Peter F. Makowiecki, Charles G. Burkett, and Thomas J. Wageman
Barclays Defendants	Barclays Capital Inc., Barclays Bank PLC, Securitized Asset Backed Receivables LLC, Paul Menefee, John Carroll, and Michael Wade
Bank of America Defendants	Bank of America Corporation, Bank of America, N.A., Asset Backed Funding Corp., Banc of America Funding Corp.,
Credit Suisse Defendants	Credit Suisse Securities (USA) LLC, Credit Suisse Holdings (USA), Inc., Credit Suisse (USA), Inc., DLJ Mortgage Capital, Inc., Credit Suisse First Boston Mortgage Securities Corporation, Asset Backed Securities Corporation, Credit Suisse First Boston Mortgage Acceptance Corporation, Andrew A. Kimura, Jeffrey A. Altabef, Evelyn Echevarria, Michael A. Marriott, Zev Kindler, Thomas E. Siegler, Thomas Zingalli, Carlos Onis, Steven L. Kantor, Joseph M. Donovan, Juliana Johnson, and Greg Richter
Goldman Sachs Defendants	Goldman, Sachs & Co, GS Mortgage Securities Corp., Goldman Sachs Mortgage Company, The Goldman Sachs Group, Inc., Goldman Sachs Real Estate Funding Corp., Howard S. Altarescu, Kevin Gasvoda, Michelle Gill, David J. Rosenblum, Jonathan S. Sobel, Daniel L. Sparks, and Mark Weiss
Nomura Defendants	Nomura Securities International, Inc., Nomura Holding America Inc., Nomura Asset Acceptance Corporation, Nomura Home Equity Loan, Inc., Nomura Credit & Capital, Inc., David Findlay, John McCarthy, John P. Graham, Nathan Gorin, and N. Dante Larocca
SG Americas Defendants	SG Americas, Inc., SG Americas Securities Holdings, LLC, SG Americas Securities, LLC, SG Mortgage Finance Corp., and SG Mortgage Securities, LLC, Arnaud Denis, Abner Figueroa, Tony Tusi, and Orlando Figueroa
Ally Securities Defendant	Ally Securities, LLC
Ally Financial Defendants	Ally Financial Inc. and GMAC Mortgage Group, Inc.
RBS Defendants	RBS Securities Inc.
Certain Individual Defendants	George C. Carp, Robert Caruso, George E. Ellison, Adam D. Glassner, Daniel B. Goodwin, Juliana Johnson, Michael J. Kula, William L. Maxwell, Mark I. Ryan, and Antoine Schetritt, Matthew Whalen, Brian Sullivan, Michael McGovern, Donald Puglisi, Paul Park, and Donald Han